FAMILIARIZATION PROGRAMME

FOR INDEPENDENT DIRECTORS OF

CALIBER MINING AND LOGISTICS LIMITED

PREAMBLE

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, inter alia requires the company to familiarize the independent directors with the Company, their roles and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes.

OBJECTIVES

The objective of the Familiarization Programme is to help the independent directors understand the Company, the operations, business, industry and environment in which it functions and the regulatory environment applicable to it. The Company shall familiarize the independent directors about the Company, including the following:

(a) Nature of the industry in which the Company operates;
(b) Business model of the Company;
(c) Roles, rights, responsibilities of independent directors; and
(d) Any other relevant information.

The Company shall follow a structured orientation and training programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

The Program aims to provide insights into the Company to enable the Independent Directors understand their roles, rights and responsibilities and to get updated on the Company' Business & Operations so that they may contribute significantly to the Company.

ORIENTATION PROGRAMME FOR NEW DIRECTORS:

The Company shall conduct an orientation programme for the new independent director, which may include familiarization of director with the following:

1. Roles, rights and responsibilities of the Director and the Board as a whole;
2. Company's vision, core values, ethics and Corporate Governance practices;
3. Board evaluation process and procedures.
4. Business Structure and Overview, Corporate strategy, annual budgets;
5. Familiarization with Company its subsidiaries, joint ventures and associates Business operations, performance, Internal control processes and Statutory Compliances;
6. Visits to the Company's business locations and manufacturing units.
7. Technical sessions by external consultants/ experts outlining the roles, duties and responsibilities of Independent Directors from Companies Act, 2013.
8. Code of Business Ethics and Conduct, Insider Trading Code, Fair Disclosure Code and others policies as may be formed by the Company from time to time.

Orientation Module for new directors upon induction	Business overview and an outline of corporate plan and annual targets	2 hours	Director
	Nature of the industry in which the Company operates and other relevant information		
	Overview of sales and marketing: Business Development Team	1 hour	Functional Heads

	Introduction to ongoing projects and visit to top 3/ sample/ crucial projects: Project In-charge	1 day	
	Operations overview	2 hours	
	Financial performance and budget and control processes	2 hours	
	Orientation on statutory compliances as a board member	1 hour	

ON GOING ORIENTATION

The Company shall also have a regular updation programme for its Independent Directors to help them keep abreast of the regulatory and other changes, as follows:

1. Internal presentations on topics of relevance, changes in the regulatory / tax laws etc.
2. Presentations by external faculties on the topic of relevance
3. Changes in policies of the Company

On-going inputs on business and operational performance	Comprehensive rolling corporate plan – presentation and discussions with Managing Director and leadership team	[2 days in April each year]
	Annual management plan and budget – a formal review and discussion at the board with Chairman, Managing Director, Board of Directors and leadership team	[First quarter of each financial year]
	Functional excellence presentation by a conceived team in quarterly board meets	[Each quarter on a roster]
	Off-site meetings with leadership team across the Company at 1 or 2 levels below top management	[Once or twice a year]
	Monthly information pack on economy business trends and performance	[Monthly]
Feedback on Board effectiveness	Independent survey by an external agency on effectiveness of board processes and follow up	[Once a year]

PROGRAMME AND DISCLOSURE

1. Familiarization Programme will be conducted for new and continuing Independent Directors on "as need" basis during the Year.
2. The details of the Familiarization Programme shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Reports of the Company. Further the number of programmes attended by the independent directors along with the number of hours spent by such independent director in the programmes (during the year and on cumulative basis till date) shall also be disclosed by the Company.

REVIEW AND AMENDMENT

The Board of Directors will review the Familiarization Programme and make necessary amendments as and when required.